

BANYAN GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED DECEMBER 31, 2023

Background

This discussion and analysis of financial position and results of operations is prepared as at February 14, 2024 and should be read in conjunction with the quarter-end financial statements and the accompanying notes for the period ended December 31, 2023 for Banyan Gold Corp. (the "**Corporation**", "**Company**", "**Issuer**" or "**Banyan**"). The financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following Management Discussion and Analysis ("**MD&A**") are quoted in Canadian dollars.

This MD&A contains "forward-looking statements" that are subject to risk factors set out in the cautionary statement below. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and at www.banyangold.com.

Cautionary Note Regarding Forward-Looking Statements

Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Banyan. These forward-looking statements are made as of the date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

Company Overview

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Alberta Corporations Act ("**ABCA**") on July 26, 2010 under the name Banyan Coast Capital Corp, which was subsequently changed to Banyan Gold Corp under a certificate of amendment on February 14, 2013. On November 24, 2010, the Company became a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario.

Banyan completed its IPO and commenced trading on January 27, 2011 on the TSX Venture Exchange and trades under the symbol BYN.

Banyan is in the business of exploration and development of mineral properties. The Company currently holds three (3) main projects in the mining friendly Yukon Territory.

AurMac Project

The Company's flagship asset is the AurMac Project located in the Mayo Mining District.

The Corporation has earned a 51% and 75% interest in and has the right to earn a 100% interest in each of the Aurex Property and McQuesten Property subject to certain royalties. The original Aurex and McQuesten gold properties are contiguous, comprising 8,230 hectares and approximately 1,000 hectares and are both highly prospective for intrusive-related gold mineralization, and include areas of historic gold production (lode and placer), in the prolific Mayo Mining District, Yukon Territory. The Company has staked additional 100% owned claims around the original properties and has brought the AurMac project up to approximately 173 square kilometres in size.

An updated Mineral Resources Estimate ("**MRE**") of 6.2 Million ounces was announced on the AurMac Project May 23, 2023 (see Resource Update – AurMac below).

Nitra Claims

The Nitra Claims are comprised of 1,442 claims covering 296 km². They begin approximately 5 km to the west of the AurMac Project and are 100% owned with no underlying royalties.

Hyland Gold Project

The Corporation's other major asset is the Hyland Gold Project located in the Watson Lake mining district. The Hyland Main Zone Indicated MRE, prepared in accordance with NI 43-101, at a 0.3 g/t gold equivalent cut-off, contains 8.6 million tonnes grading 0.85 g/t AuEq for 236,000 AuEq ounces with an Inferred MRE of 10.8 million tonnes grading 0.83 g/t AuEq for 288,000 AuEq ounces*.

Classification	Cut-off Grade (AuEq) (g/t)	In situ Tonnes	Gold Grade (g/t)	Gold Oz	Silver Grade (g/t)	Silver Oz	Gold Eq Grade (g/t)	Gold Eq Oz
Indicated	0.3	8,637,000	0.78	216,000	7.04	1,954,000	0.85	236,000
Inferred	0.3	10,784,000	0.77	266,000	5.32	1,845,000	0.83	288,000

Notes:

1. Mineral resources which are not mineral reserves do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate.
2. Mineral resources are reported at a cut-off grade of 0.3 g/t AuEq. AuEq grade is based on \$1,350.00/oz Au, \$17.00/oz Ag and assumes a 100% recovery. The AuEq calculation does not apply any adjustment factors for difference in metallurgical recoveries of gold and silver. This information can only be derived from definitive metallurgical testing which has yet to be completed.
3. The updated Indicated and Inferred MRE presented in this Technical Report was prepared and disclosed in compliance with all disclosure requirements for mineral resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects (2011). The classification of the updated mineral resource is consistent with CIM Definition Standards - For Mineral Resources and Mineral Reserves (2014), including the critical requirement that all mineral resources "have reasonable prospects for eventual economic extraction".

*News Release March 22, 2018 and Technical Report filed May 2, 2018 can be found on SEDAR and www.banyangold.com.

CORPORATE RESULTS

Results of Operations

During the quarter, Banyan continued to focus on the road and powerline accessible AurMac Project. The Company continued working on building a metallurgical profile of the AurMac Project, in particular, the Powerline Deposit which is the largest deposit. Work completed includes: establishing geometallurgical domains, representative sampling across the Powerline deposit, gold deportment studies and cyanide amenability leaching tests including bottle roll, floatation, CIL/CIP, VAT and column testing. In addition, planning for 2024 was initiated.

Please see "**Subsequent Events**" for post quarter announcements on metallurgical results and an updated resource update.

Qualified Person

The property disclosure content of this report was prepared under the supervision of Banyan geological consultant, Paul D. Gray, P.Geo., a "qualified person" as defined under NI 43-101.

Corporate

On December 13, 2023 the Company announced they had completed the payment required to formalize the earning of 75% of the McQuesten side of the AurMac Project. The requirements have been met to complete the 75% earn in on the Aurex side, however it has not been formally completed.

Resource Update - Aurmac

On May 24, 2023, the Corporation announced an updated Mineral Resource Estimate (“MRE”) in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards incorporated by reference in National Instrument 43-101 (“NI 43-101”) for the AurMac Project located in the Mayo Mining district, approximately 56 kilometres (“km”) northeast from the village of Mayo, Yukon and 356 km north of Whitehorse, Yukon. This was subsequently filed on SEDAR.com on July 7, 2023.

The updated MRE comprises a total Inferred Mineral Resource of **6,181,000** ounces of gold on the road accessible AurMac Project.

This pit constrained MRE is contained in three near/on-surface deposits: The Airstrip, Powerline and Aurex Hill deposits. The MRE is summarized below:

Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Project

Deposit	Gold Cut-Off (g/t)	Tonnage (Mt)	Average Gold Grade (g/t)	Contained Gold (koz)
Airstrip	0.25	41.2	0.68	897
Powerline	0.25	197.4	0.61	3,840
Aurex Hill	0.30	74.3	0.60	1,444
Total Combined	0.25 to 0.3	312.9	0.61	6,181

Notes:

1. The effective date for the Mineral Resource is May 18, 2023.
2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues.
3. The CIM Definition Standards were followed for classification of Mineral Resources. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
4. Mineral Resources are reported at a cut-off grade of 0.25 g/t Au for the Airstrip and Powerline and 0.3 g/t Au for the Aurex Hill deposits, using a US\$/CAN\$ exchange rate of 0.75 and constrained within an open pit shell optimized with the Lerchs-Grossman algorithm to constrain the Mineral Resources with the following estimated parameters: gold price of US\$1,800/ounce, US\$2.50/t mining cost, US\$5.50/t processing cost, US\$2.00/t G&A, 80% heap leach recoveries, and 45° pit slope.¹
5. The number of tonnes was rounded to the nearest hundred thousand. The number of ounces was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects; rounding followed the recommendations as per NI 43-101.

See “**Subsequent Events**” for the post quarter end resource update.

¹ The gold price and cost assumptions are consistent with current pricing assumptions and costs and, in particular, are consistent with those employed for recent technical reports for similar pit-constrained Yukon gold projects.

Analysis of property expenditures:

	Aurex*	McQuesten*	Nitra	Aurex* Extension	Hyland	Total
Balance, Sept 30, 2022	27,452,480	3,347,149	427,334	92,010	3,891,886	35,210,859
Acquisition costs	-	-	-	-	-	-
Exploration & evaluation expenses capitalized	3,460,067		3,460,067		3,460,067	
Balance, Dec 31, 2022	30,912,547	3,386,635	593,993	92,010	3,891,886	38,877,071
Balance, Sept 30, 2023	40,943,640	3,406,635	694,035	92,010	3,909,769	49,046,089
Acquisition costs	-	600,000	-	-	-	600,000
Exploration & evaluation expenses capitalized	830,616	-	30,982	-	-	861,597
Balance, Dec 31, 2023	41,774,256	4,006,635	725,017	92,010	3,909,769	50,507,687

Selected Financial Information

The following selected financial information is derived from the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards ("IFRS").

Fiscal Quarters of the Fiscal Year Ended September 30, 2024

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Operations				
Revenues	\$	-		
Expenses		1,506,988		
Comprehensive (loss)/profit		(1,112,263)		
Loss Per Share – Basic & Fully Diluted		(0.00)		
Balance Sheet				
Working Capital		6,086,073		
Total Assets		\$ 57,793,351		
Total Long-Term Liabilities		Nil		

Fiscal Quarters of the Fiscal Year Ended September 30, 2023

All in \$ Cdn	First Quarter	Second Quarter ¹	Third Quarter	Fourth Quarter
Operations				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	733,197	422,151	1,189,383	543,184
Comprehensive (loss)/profit	(477,707)	(295,980)	(948,799)	1,354,577
Loss Per Share – Basic & Fully Diluted	(0.00)	(0.00)	(0.00)	(0.00)
Balance Sheet				
Working Capital	18,589,097	15,639,727	10,503,421	7,859,004
Total Assets	\$ 58,780,383	\$ 59,545,200	\$ 59,422,751	\$ 58,499,690
Total Long-Term Liabilities	Nil	Nil	Nil	Nil

Fiscal Quarters of the Fiscal Year Ended September 30, 2022

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Operations				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	1,155,061	440,452	368,987	585,523
Comprehensive (loss)/profit	(1,140,698)	(367,205)	(296,006)	348,885
Loss Per Share – Basic & Fully Diluted	(0.01)	(0.00)	(0.00)	(0.00)
Balance Sheet				
Working Capital	8,920,251	5,267,083	15,693,706	10,673,292
Total Assets	\$ 30,530,046	\$ 31,136,539	\$ 49,033,336	\$ 48,360,787
Total Long-Term Liabilities	Nil	Nil	Nil	Nil

Results of Operations

No financings were completed during the quarter ended December 31, 2023, however \$56,000 was raised through the exercise of stock options.

During the period ended December 31, 2023, the Company recorded a net loss after tax of \$1,112,263 vs a loss of \$705,410 during the prior period ended December 31, 2022.

Major Variances

Stock Based Compensation. A stock based compensation expense of \$711,803 was recorded during the quarter vs none in the prior year's quarter. Beginning with the annual stock options issued during the quarter ended December 31, 2022 the Company began issuing stock options with a vesting timeframe; typically, three equal installments at 6, 12 and 18 months. This resulted in no recorded expenses during the December 31, 2022 period as none of the options issued had vested. Likewise, the options issued during the current quarter do not have a corresponding compensation expense as their vesting will not begin until June of 2024. The current periods stock based compensation expense is for the second vesting period of the December 2022 stock option issuance.

General & Admin Expenses. G&A expenses were generally flat over the corresponding prior year period. For further details in this category see “Additional Disclosure for General & Administrative Costs” below.

Management Fees. Management fees rose in the period to \$465,000 vs \$398,000 in the prior year period reflecting higher salaries and bonus to reflect industry trends.

Professional Fees. Professional fees have risen to \$75,500 vs \$35,050 in the corresponding prior year period due to additional in-house contracting staff.

Rental Revenue. The Corporation was able to partially offset increased cost by billing \$293,860 vs \$187,181 in the prior year period for the rental of camp facilities to third parties.

Additional Disclosure for General & Administrative Costs

Since the Corporation has no revenue from operations, the following is a breakdown of general and admin expenses and material costs incurred in the last two fiscal periods:

General & Admin Costs	Quarter End December 31, 2023	Quarter End December 31, 2022
Advertising & Promotion	125,229	98,696
Amortization	33,127	24,127
Travel	21,171	26,018
Transfer Agent Fees	18,639	2,363
Rent	12,420	9,045
Office Supplies	10,607	3,929
CPP Expense (stock options)	9,631	14,771
Shareholder Communications	2,683	-
Conference	1,845	2,831
Training	781	768
Software License	-	10,000
Insurance	-	5,354
Other General Office	2,195	3,036

Liquidity and Capital Resources

The accompanying interim financial statements are presented on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of operations.

The Company does not generate cash flows from operations and has, therefore, relied principally on the issuance of equity securities to finance its operation activities to the extent that such instruments are issuable under terms acceptable to the Company.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

From inception to December 31, 2023, the Company raised gross proceeds of \$64,355,739 from the sale of its common shares.

As at December 31, 2023, the Company had working capital of \$6,086,073 (2022 – \$18,658,686) which will be sufficient to fund the Company through fiscal 2024.

Off-Balance Sheet Arrangements

None

Proposed Transactions

None

Transactions with Related Parties

During the quarter, \$465,000 (2022 - \$381,750) was billed to the Corporation by officers and directors of the Company. \$294,000 (2022 - \$243,000) was billed by KECM Services, a company controlled by the CEO, \$157,500 (2022 - \$127,500) was billed by 1195472 Ontario Ltd., a company controlled by the CFO. \$13,500 (2022 - 11,250) was billed by the Directors for their quarterly stipend. The quarterly billings included \$345,000 (2022 - \$270,000) for yearly bonus payments to management as a result of the completion of performance objectives agreed to and approved by the independent Compensation Committee.

Critical Judgments and Accounting Estimates

These financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carry amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) the recoverability of receivables which are included in the statements of financial position;
- ii) the inputs used in accounting for stock-based compensation expense, which are included in the statement of operations;
- iii) recoverability of future income tax asset;
- iv) recoverability of exploration and evaluation expense asset;
- v) the valuation of the rehabilitation provision; and
- vi) the valuation of share-based payments transactions.

The Company’s significant accounting policies are detailed in Note 3 to the Annual Financial Statements.

New Standards and Interpretations

There were no new standards applicable to the Corporation during the quarter ended December 31, 2023.

Risks and Uncertainties

The Company’s financial performance is likely to be subject to the following risks:

The has no history of business or mining operations, revenue generation or production history. The Issuer was incorporated on July 26, 2010 and has yet to generate a profit from its activities. The Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Issuer anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with

operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Issuer's resource base.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Issuer's current and planned exploration program and potential mining operations will be required. No assurances can be given that the Issuer will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations, mineral prices, environmental rehabilitation or restitution. Revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Issuer may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Issuer or at all.

If the Resulting Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Issuer's control including, commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Property(ies).

Financing Risks and Dilution to Shareholders

The Issuer has limited financial resources. If the Issuer's exploration programs on the Property are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Issuer will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Issuer's shareholders.

Requirement for Permits and Licenses

A substantial number of additional permits and licenses may be required should the Issuer proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Issuer will be able to obtain all such licenses and permits.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Issuer will compete with other mining companies, many of which have greater financial, technical and other resources than the Issuer, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Issuer is currently largely dependent upon the performance of its directors and officers and the ability to attract and retain its key personnel. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. The Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Issuer can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Resulting Issuer and its prospects.

No Mineral Reserves

Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades may cause a mining operation to be unprofitable in any particular accounting period.

Environmental Risks

The Issuer's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Governmental Regulations and Licenses and Permits

The activities of the Issuer are subject to provincial and federal approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health including potential Covid restrictions, mine safety, toxic substances and other matters. Although the Issuer believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Issuer. Further, the licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Issuer's investments in such projects may decline.

Local Resident Concerns

Apart from ordinary environmental issues, work on, or the development and mining of the Property could be subject to resistance from local residents that could either prevent or delay exploration and development of the Property.

Conflicts of Interest

Certain of the directors and officers of the Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Issuer may become subject to conflicts of interest. The Alberta Corporations Act ("**ABCA**") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Issuer's results of operations and financial condition and could cause a decline in the value of the Issuer Shares. The Issuer does not intend to maintain insurance against environmental risks.

Investor Relations Activities

The Company does not have any investor relations arrangements.

Financing Activities

Summary current year transactions

Number	Price	Funds Raised
Financings:		
Nil		
Stock options exercised:		
1,000,000	\$ 0.05	\$ 50,000
100,000	\$ 0.06	\$ 6,000
		\$ 56,000

Current year

No financings were completed in the current year period.

Prior Year

On December 22, 2022, the Company completed a non-brokered private placement financing of \$12.2 million.

The Private Placement consisted of 12,978,520 premium flow-through shares ("**Premium FT Shares**") at a price of \$0.568 per Premium FT Share and 12,021,480 common shares (which were not flow-through shares) ("**Hard Shares**") at a price of \$0.40 per Hard Share (together the "Offering") for gross proceeds of \$12,180,391.

Each Premium FT Share was issued as a flow-through share within the meaning of the Income Tax Act (Canada). Proceeds from the sale of the Premium FT Shares will be used to incur Canadian exploration expenses as defined in Subsection 66.1(6) of the Income Tax Act and flow-through mining expenditures as defined in Subsection 127(9) of the Income Tax Act. Such proceeds will be renounced to the subscribers with an effective date not later than

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), an aggregate of 8,978,520 Premium FT Shares and 12,021,480 Hard Shares were purchased by residents in Canada and/or other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 and accordingly, such securities will not be subject to a statutory hold period pursuant to applicable Canadian securities laws.

The remaining 4,000,000 Premium FT Shares were issued to accredited investors under Section 2.3 of NI 5-106, and were subject to the customary four month hold period expiring on April 23, 2023.

Disclosure of Outstanding Share Data

Authorized and Issued capital stock:

a) As of December 31, 2023:

Unlimited number of:

- Unlimited Class A voting common shares
- Unlimited Class B non-voting, common shares
- Unlimited Preferred Shares

All issued shares are fully paid

There were 285,973,649 Class A common shares issued and outstanding.

b) Options Outstanding:

During the period 1,100,000 stock options were exercised as noted above. 6,000,000 stock options were issued on December 13, 2024 with an exercise price of \$0.30 and an expiry of December 13, 2028. Further details can be found in Note 5 in the Company's unaudited quarterly financial statements for the period ended December 31, 2023.

At the end of the period ended December 31, 2023, the following share options were outstanding to directors, officers, employees and advisors:

Number	Exercise Price	Expiry Date
4,000,000	\$ 0.06	December 12, 2024
600,000	\$ 0.12	June 2, 2025
1,750,000	\$ 0.23	December 9, 2025
2,900,000	\$ 0.24	May 11, 2026
3,049,900	\$ 0.32	December 16, 2026
400,000	\$ 0.395	February 24, 2027
425,000	\$ 0.45	September 07, 2027
1,500,000	\$ 0.45	December 21, 2027
500,000	\$ 0.32	September 11, 2028
6,000,000	\$ 0.30	December 13, 2028
6,250,000	\$ 0.45	December 21, 2032
<u>27,374,900</u>		

Subsequent Events

Metallurgical Test Results

On February 6, 2024, the Company announced positive metallurgical test results, AurMac Project.

Highlights Included:

- Gold recoveries averaged 91% from 75 micron ("µm") (200 Mesh) bottle roll cyanidation tests.
- Gold recoveries estimated to be 91% for the Carbon in Leach ("CIL")/Carbon in Pulp ("CIP") process.
- Gold recoveries for the combined gravity and flotation process are estimated at 84%.
- Heap leach gold recovery is estimated to range from 64-72% based on coarse size (9.5 mm) bottle roll testing, conventional column leach tests and Vat leach diffusion extraction testing.
- Flotation recovery into a rougher concentrate recovered on average 89% of the gold with a low mass pull of 3.7%, indicative that a small percentage of material would require further processing.
- Low cyanide consumption at an average of 0.52 kg/mt for primary grind of P80 passing 75 µm.
- Gravity recovery has shown it may be an effective part of the flow sheet.
- Low sulphide concentration and excess buffering capacity indicates Powerline is non-acid generating.

See the Company's news release of Feb 6, 2024 for complete details.

New Mineral Resource Update

On February 7, 2024 the Company announced a new Mineral Resource Estimate “MRE” of 7 Million ounces on the AurMac Project.

The updated MRE is summarized below in Table 1:

Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Project(1)(2)(3)(4)(5)

Deposit	Gold Cut-Off g/t	Tonnage Tonnes	Average Gold Grade g/t	Gold Content oz.
Inferred				
Airstrip	0.30	35,243,000	0.75	845,000
Powerline¹	0.30	312,243,000	0.61	6,158,000
Combined Inferred	0.30	347,486,000	0.63	7,003,000

Notes to Table 1:

1. The effective date for the MRE is February 6, 2024.
2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues.
3. The CIM Definition Standards were followed for classification of Mineral Resources. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
4. Mineral Resources are reported at a cut-off grade of 0.30 g/t gold for all deposits, using a US\$/CAN\$ exchange rate of 0.75 and constrained within an open pit shell optimized with the Lerchs-Grossman algorithm to constrain the Mineral Resources with the following estimated parameters: gold price of US\$1,800/ounce, US\$2.50/t mining cost, US\$5.50/t processing cost, US\$2.00/t G+A, 80% gold recoveries, and 45° pit slopes.
5. The number of tonnes and ounces was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects; rounding followed the recommendations as per NI 43-101.